

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

|                                                               |                                                                  |                                                                                                                                                                                                                |
|---------------------------------------------------------------|------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person - *                   | 2. Issuer Name and Ticker or Trading Symbol                      | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)                                                                                                                                     |
| <b>Kahler Erik Thomas</b>                                     | <b>TreeHouse Foods, Inc. [ THS ]</b>                             | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)                          |
| (Last) (First) (Middle)<br><b>2021 SPRING ROAD, SUITE 600</b> | 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>6/27/2013</b> | <b>Sr VP-Corporate Development</b>                                                                                                                                                                             |
| (Street)<br><b>OAK BROOK, IL 60523</b>                        | 4. If Amendment, Date Original Filed (MM/DD/YYYY)                | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) (State) (Zip)                                          |                                                                  |                                                                                                                                                                                                                |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |         | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------------|------------------------------|---|-------------------------------------------------------------------------|---------------|---------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                |                                         | Code                         | V | Amount                                                                  | (A) or<br>(D) | Price   |                                                                                                     |                                                                         |                                                                   |
| Common Stock                       | 6/27/2013      |                                         | M (1)                        |   | 693                                                                     | A             | \$0.00  | 14299                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/27/2013      |                                         | F (2)                        |   | 225                                                                     | D             | \$65.97 | 14074                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/27/2013      |                                         | M (1)                        |   | 800                                                                     | A             | \$0.00  | 14874                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/27/2013      |                                         | F (2)                        |   | 259                                                                     | D             | \$65.97 | 14615                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/28/2013      |                                         | S                            |   | 380                                                                     | D             | \$65.83 | 14235                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/28/2013      |                                         | M (1)                        |   | 853                                                                     | A             | \$0.00  | 15088                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/28/2013      |                                         | F (2)                        |   | 276                                                                     | D             | \$65.54 | 14812                                                                                               | D                                                                       |                                                                   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) |     | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------|--------------------------------------------------------------------|-------------------|-----------------------------------------|---------------------------------|---|-------------------------------------------------------------------------------------------------------|-----|--------------------------------------------|--------------------|--------------------------------------------------------------------------------------------|----------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                |                                                                    |                   |                                         | Code                            | V | (A)                                                                                                   | (D) | Date<br>Exercisable                        | Expiration<br>Date | Title                                                                                      | Amount or<br>Number of<br>Shares |                                                     |                                                                                                                            |                                                                                                       |                                                                    |
| Restricted Stock Unit                          | (3)                                                                | 6/27/2013         |                                         | M (1)                           |   | 693                                                                                                   |     | (4)                                        | (4)                | Common Stock                                                                               | 693                              | \$0.00                                              | 693                                                                                                                        | D                                                                                                     |                                                                    |
| Restricted Stock Unit                          | (3)                                                                | 6/27/2013         |                                         | M (1)                           |   | 800                                                                                                   |     | (4)                                        | (4)                | Common Stock                                                                               | 800                              | \$0.00                                              | 1600                                                                                                                       | D                                                                                                     |                                                                    |
| Non-qualified Stock Option (right to buy)      | \$65.97                                                            | 6/27/2013         |                                         | A                               |   | 9030                                                                                                  |     | (5)                                        | (5)                | Common Stock                                                                               | 9030                             | \$0.00                                              | 9030                                                                                                                       | D                                                                                                     |                                                                    |
| Restricted Stock Unit                          | (3)                                                                | 6/27/2013         |                                         | A                               |   | 2070                                                                                                  |     | (4)                                        | (4)                | Common Stock                                                                               | 2070                             | \$0.00                                              | 2070                                                                                                                       | D                                                                                                     |                                                                    |
| Restricted Stock Unit                          | (3)                                                                | 6/28/2013         |                                         | M (1)                           |   | 853                                                                                                   |     | (4)                                        | (4)                | Common Stock                                                                               | 853                              | \$0.00                                              | 0                                                                                                                          | D                                                                                                     |                                                                    |

#### Explanation of Responses:

- Settlement of restricted stock units into shares of common stock.
- Shares withheld to satisfy minimum tax withholding requirements upon vesting of restricted stock units.
- Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
- The restricted stock units vest and settle in stock or cash in three approximately equal installments on each of the first three anniversaries of the grant date.
- The stock options have a ten-year term and will vest in three approximately equal installments on each of the first three anniversaries of the grant date.

#### Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| Kahler Erik Thomas             |               |           |         |       |

|                                                      |  |  |                             |  |
|------------------------------------------------------|--|--|-----------------------------|--|
| 2021 SPRING ROAD<br>SUITE 600<br>OAK BROOK, IL 60523 |  |  | Sr VP-Corporate Development |  |
|------------------------------------------------------|--|--|-----------------------------|--|

**Signatures**

**/s/Thomas E. O'Neill, as attorney-in-fact**

**7/1/2013**

 Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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